

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

IN RE: § Chapter 11
§
PNG VENTURES, INC., § CASE NO. 09-13162 (CSS)
a Nevada Corporation §
§
Debtor. § District of Delaware
§ (Joint Administration Pending)

Being Jointly Administered with: §
§
§

IN RE: § Chapter 11
§
EARTH LEASING, INC., § CASE NO. 09-13165
a Texas Corporation, §
§
Debtor. § District of Delaware
§ (Joint Administration Pending)

GOLDEN SPREAD ENERGY, INC., §
TELLURIDE INVESTMENTS, INC. §
F.K.A. GSEJKM, INC., GSEKFT, INC., §
GSESKO, INC., NEPTUNE LEASING, §
INC., OLIVER KENDALL KELLEY, §
CRYOGENIC RESEARCH AND §
DEVELOPMENT, INC., JACK B. §
KELLEY ENTERPRISES, INC. AND §
SHIPROCK HELIUM, LLC, §

Plaintiffs, §
§
v. §

ADVERSARY NO. _____

AP HOLDINGS INTERNATIONAL, §
INC., EARTH LEASING, INC., §
PNG VENTURES, INC., MOUNTAIN §
STATES PETROLEUM CORP., §
NACOGDOCHES OIL AND GAS, INC., §
AND DENNIS G. MC LAUGHLIN III, §

Defendants. §

NOTICE OF REMOVAL OF CIVIL ACTION

TO THE HONORABLE COURT:

Plaintiffs' in the above-captioned lawsuit file this Notice of Removal as follows:

I. GROUNDS

A. Notice of Removal

1. This notice is filed under Bankruptcy Rule 9027 and 28 U.S.C. §§ 157, 1452 and 1334, as applicable.
2. On or about November 15, 2008, Plaintiffs filed suit against Defendants, under Cause No. DC-08-14569-B, in the 44th Judicial District Court in and for Dallas County, Texas.
3. On September 9, 2009, Defendants PNG Ventures, Inc. ("PNG") and Earth Leasing, Inc. ("Earth Leasing") filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in Case No. 09-13162, *In re PNG Ventures Inc.*, in the United States Bankruptcy Court for the District of Delaware.
4. "A party may remove any claim or cause of action in a civil action...to the district court for the district where such civil action is pending, if such district court has jurisdiction of such claim or cause of action under section 1334 of this title." 28 U.S.C. § 1452.
5. The district court has original jurisdiction of this matter under 28 U.S.C. § 1334.
6. Pursuant to the Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc, this matter should be filed in the United States Bankruptcy Court of the Northern District of Texas.
7. The state court lawsuit alleges causes of action for fraud, breach of contract, acceleration of promissory notes, and alter ego.

8. This Court has jurisdiction "of all civil proceedings arising under title 11, or arising in or related to a case under title 11." 28 U.S.C. § 1334(b). For "related to" jurisdiction to attach to the state court lawsuit, "the anticipated outcome of the action must both (1) alter the rights, obligations, and choices of action of the debtor, and (2) have an effect on the administration of the estate." *In re Bissonnet Investments, LLC*, 320 F.3d 520, 525 (5th Cir. 2003). Plaintiff's suit is "related to" the bankruptcy because the lawsuit includes actions against PNG and Earth Leasing for breach of contract and fraud and the state court lawsuit will both "(1) alter the rights, obligations, and choices of action of the debtor, and (2) have an effect on the administration of the estate." *In re Bissonnet Investments, LLC*, 320 F.3d 520, 525 (5th Cir. 2003).

9. Accordingly, this federal district court has jurisdiction over this adversary proceeding under 28 U.S.C. §§ 157, 1334, and 1452.

10. Copies of all state court pleadings and processes are being filed contemporaneously with this Notice. Exhibit "A" attached to this Notice is an index of those pleadings being filed.

11. Attached to this notice of removal as Exhibit "B" is a Certificate of Interested Parties.

Respectfully submitted,

SPROUSE SHRADER SMITH P.C.
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Mark D. White, Texas State Bar No. 21317900
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/s/ David Jones
David M. Jones

ATTORNEYS FOR PLAINTIFFS

EXHIBIT A
INDEX OF PLEADINGS

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CERTIFICATE OF SERVICE

I hereby certify that on September 24, 2009, I electronically filed the foregoing document with the clerk of court for the U.S. District Court, Northern District of Texas, using the electronic case filing system of the court. The electronic case filing system will send a "Notice of Electronic Filing" to the attorneys of record who have consented in writing to accept service of this document by electronic means. The following attorneys will be notified of the filing of this document as follows:

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/s/ David Jones
David M. Jones

EXHIBIT B

CERTIFICATE OF INTERESTED PARTIES

IN RE PNG VENTURES, INC.

(Case No. 09-13162-CSS)

IN RE EARTH LEASING, INC.

(Case No. 09-13165-CSS)

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